

**County of Loudoun**  
**Department of Planning**

**MEMORANDUM**

**DATE:** January 14, 2010  
**TO:** Loudoun County Planning Commission  
**FROM:** Stephen Gardner, Project Manager  
**SUBJECT:** January 21, 2010 Planning Commission Work Session  
Stone Ridge Commercial; ZMAP 2006-0011 & ZCPA 2006-0003

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**BACKGROUND:**

The Planning Commission held a public hearing on this application on October 15, 2009; no members of the public spoke for or against the application. Outstanding issues included the inclusion of architectural standards and minimum intensities for the PD-OP land bays, commitments to the protection of environmental resources, clarification of non-residential square footage, modifications associated with PD-IP land bays, commitments to signalization and roadway improvements, and the submission of appraisals for Public Use Sites #3 and #4. After discussion, the Commission voted 7-0-2 (Brodrick, Syska – absent) to forward the application to Work Session.

At the December 1, 2009 Work Session, the application was amended to address many of the outstanding issues noted in the Public Hearing Staff Report. The clarification of proffer language intended to provide a square footage credit against the commercial / residential linkage proffer was noted as an outstanding issue, and additional staff analysis from the Department of Construction and Waste Management regarding the submitted appraisals was noted as pending. Topics discussed by the Planning Commission included: 1) The extension of South Point Drive; 2) Commitments to regional roadway improvements included as part of ZMAP 1994-0017 and ZMAP 2002-0013 & ZCPA 2002-0004; 3) Traffic circulation in the vicinity of Route 50, West Spine Road, and Gum Spring Road; 4) The extension of Destiny Drive; 5) The location of residential land bays in relation to PD-IP land bay and the powerline easement; 6) An existing archeological site in Land Bay 1; 7) The phasing of commercial square footage to residential units; and 8) The existing pedestrian network's conformance to the Bicycle and Pedestrian Mobility Master Plan.

**PLANNING COMMISSION DIRECTION:**

As part of the afore-mentioned discussion points, the Planning Commission provided the following direction to the Applicant:

1. **Construct Tall Cedars Parkway to the western boundary of Stone Ridge.**  
*Applicant Response: No commitment to construct the above-referenced segment of Tall Cedars Parkway has been provided.*
2. **Extend Destiny Drive to connect to residential communities to the south.**  
*Applicant Response: Destiny Drive will be constructed to the southern boundary of Stone Ridge no later than nine (9) months following approval of this application (Proffer II.B.10.)*
3. **Clarify language applicable to the extension of South Point Drive.** *Applicant Response: Pursuant to the recommendation of the Planning Commission, language (Proffer II.B.8.) associated with the extension of South Point Drive has been revised to state said road shall be constructed when West Spine is opened to Route 50, the County requests said road to be constructed, and a cul-de-sac is constructed on Gum Spring Road or, alternatively, intersection improvements (i.e. signalization, turn lanes, etc.) are installed.*
4. **Remove from the Proffers the phrase “or bonded for construction” applicable to all regional roadway improvements.** *Applicant Response: As an alternative to striking the phrase out-right, the Applicant has included verbiage in the Proffers that provide triggers by which roadways must be open to traffic.*
5. **Remove or reduce the square footage credit for Public Use Sites #3 and #4, intended to be applied against the commercial / residential linkage.**  
*Applicant Response: The proposed square footage credits for Public Use Site’s #3 and #4 have been reduced from 73,115 and 29,475 to 24,750 and 14,720 square feet respectively (Proffers III.G.3. and III.G.4.). The Proffers have also been amended to state that said credits will be applied against the commercial residential linkage two years following the conveyance of the sites to the County.*
6. **Amend the phasing trigger to allow for construction of the HOA Active Recreation Center in Land Bay 5R and the Multifamily Community Center in Land Bay EE2A earlier in the development process of those residential land bays.** *Applicant Response: The Proffers have been amended to provide a second trigger, the issuance of the cumulative 2,500<sup>th</sup> residential permit for Stone Ridge (Proffer I.B.1.), for the construction of the HOA Active Recreation Center in Land Bay 5R. This trigger is in addition to the 250<sup>th</sup> residential permit in Land Bays 1, 2, 3, 4, and 5R, which remains unchanged.*
7. **Revise illustrative to depict existing pedestrian network. Provide for sidewalks or trails on both sides of all unconstructed roadways. Include standards for such sidewalks and trails in the Proffers or on the Concept Development Plan. Construct all undeveloped PD-IP and PD-OP Land Bays consistent with the Bicycle and Pedestrian Mobility Master Plan.** *Applicant Response: The existing and proposed pedestrian network has been depicted on Sheets 10 and 11 of the Concept Development Plan; the Legend on Sheets 4, 5, 10, and 11 has been amended to include widths for proposed trails. A sidewalk or trail has been depicted on both sides of all unconstructed roadways (i.e. Millstream Drive, Stone Carver Drive, and SouthPoint Drive) with the notable*

*exception of Northstar Boulevard, where only an eight-foot (8') trail is proposed. Northstar Boulevard is defined by the Bicycle and Pedestrian Mobility Master Plan as a baseline connecting roadway, which anticipates ten-foot (10') trails on both sides of the roadway.*

8. **Apply the use restrictions currently applicable to Land Bay DD to Land Bay 8. Remove the recycling drop off collection center, small and postal service use exclusions from the proffers.** *Applicant Response: Proffers I.E.1.b. and I.E.1.c. have been revised pursuant to the Planning Commission's recommendation.*
9. **Revise language applicable to the archeological site in Land Bay 1 to state there shall be no land disturbance within the fenced area without the prior approval of the County.** *Applicant Response: Proffer VI.H. has been revised pursuant to the Planning Commission's recommendation.*

In addition, the Planning Commission, as part of the discussion regarding traffic circulation on Route 50, West Spine Road, and Gum Spring, suggested a related motion requesting the Board fund a traffic study that would identify and prioritize regional roadway improvements needed in the area. The following language was drafted by the Commission with no formal action being taken:

Whereas, the Loudoun County Planning Commission is currently reviewing or will be reviewing several applications along the Route 50 corridor which will have impacts on traffic in the corridor, and, whereas, the Loudoun County Planning Commission seeks information identifying the most beneficial road improvements to improve traffic conditions in the area, therefore recommend that the Board of Supervisors direct Office of Transportation Staff and/or outside consultants to undertake a traffic study of an area of the Route 50 corridor from Route 606 (Loudoun County Parkway) to Lenah and extending north and south to include Route 50 parallel roads and effected communities. The purpose of the study is to identify and prioritize those road improvements which would provide maximum benefit to local residents by relieving congestion and creating greater connectivity within the road network. The Planning Commission requests that this study be completed by June 2010.

After discussion and to allow the Applicant to respond, the Planning Commission voted 9-0 to forward the application to a Work Session for additional discussion.

### **ISSUE STATUS:**

The following issues were identified as outstanding at the December 1, 2009 Work Session. A current status of each is included in bold type face.

1. **Specify in the Proffers that PD-OP Land Bay FF2B will be developed to a minimum Floor Area Ratio (FAR) in a manner that is balanced with residential uses.** Proffer I.E.2. provides a credit of 80,000 square feet against the commercial / residential linkage. Staff is supportive of the concept of a credit



as corresponding commitments to number of stories, minimum square footage, and architectural standards provide assurance of a certain scale and quality of office development along Route 50. Staff requested the language be clarified to state the credit would be applied against future square footage developed and not in addition to any future square footage developed. ***Issue Status: Resolved; the language has been clarified as requested.***

Conversely, during the discussion at the Work Session, it was noted that square footage credits against the commercial / residential linkage proffer are also being requested for Public Use Site's #3 and #4. As noted in Planning Commission Direction Item #5 above, the amount of square footage requested as a credit has been reduced from 73,115 and 29,475 to 24,750 and 14,720 square feet respectively (Proffers III.G.3. and III.G.4.). Staff appreciates this reduction but cannot support a credit against the commercial / residential linkage (i.e. Phasing), above the square footage of any future facility, for any parcel and/or land bay intended for public use for which a monetary credit against the capital facilities contribution is also being requested. ***Issue Status: Unresolved.***

2. **Submit an appraisal for Public Use Sites #3 and #4.** Appraisals have been submitted and specify the value of Public Use Sites #3, proposed as a future fire and rescue station, and #4, proposed as an expansion to the commuter parking lot, as \$2,090,000 and \$2,600,000 respectively. As part of the review by the Department of Construction and Waste Management (Attachment #2), it was noted the appraisals were not prepared consistent with methodology outlined by the Board of Supervisors as part of CPAM 2006-0001, Proffered Land Sites Valuation Credit Methodology, which specifies valuation should be based upon the site's planned land use designation. Specifically, Public Use Site #4 is valued as a commercial retail use, whereas the Business Community designation would suggest a valuation based upon either an Office or Light Industrial use. ***Issues Status: Unresolved. Revised appraisals have not been submitted by the Applicant; no response to the referral from the Department of Construction and Waste Management has been provided.***
3. **Clarify the 180-day timeframe specified for the County to accept Public Use Site #3 is sufficient for a determination to be made regarding the need for the facility.** Proffer III.G.3. was amended by the Applicant subsequent to the December 1, 2009 Work Session to state the County has 180-days following approval of this application to submit a request for the site. Public Use Site #3 is intended to accommodate a future fire and rescue station. ***Issue Status: Review Pending. The Department of Fire, Rescue and Emergency Management is reviewing this provision to determine if 180-days is adequate to identify whether the site will be ultimately needed.***

#### **STAFF RECOMMENDATION:**

A response to the Department of Construction and Waste Management referral has not been submitted. At this time, Staff cannot support this application as the submitted value of Public Use Site #4 and the associated credit against capital facilities are not

consistent with the Board's adopted policy. Staff further recommends square footage credits against the Commercial / Residential Linkage Proffer associated with both public use sites be removed.

Given the need for the Applicant to respond to the issue of valuation of Public Use Site #4 and the need for review by the Department of Fire, Rescue and Emergency Management regarding the timing provisions associated with Public Use Site #3, Staff recommends the Planning Commission refer this item to Work Session for additional discussion.

**SUGGESTED MOTION:**

1. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to a subsequent Work Session for further discussion.

OR,

2. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated December 18, 2009 and with the attached Findings for Approval.

OR,

3. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of denial.

OR,

4. I move an alternate motion.

**ATTACHMENTS:**

1. Findings for Approval
2. Department of Construction and Waste Management Memorandum; dated December 21, 2009
3. Applicant Response Memorandum; dated December 18, 2009
4. Proffer Statement; dated December 18, 2009
5. Proffer Statement (Comparison Version to November 16, 2009); dated December 18, 2009
6. Concept Development Plan; dated April 7, 2009; revised to December 11, 2009

## **FINDINGS FOR APPROVAL**

1. The application proposes a Land Use Mix that is consistent with and does not deviate from that approved by the Board of Supervisors in December 2005 as part of ZMAP 2002-0013 & ZCPA 2002-0004, Stone Ridge.
2. Inclusive of the proposed modifications, the application complies with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.
3. The conversion of acreage currently zoned CLI (Commercial Light Industry) to PD-OP (Planned Development – Office Park) is consistent with objectives articulated in the Revised General Plan intended to limit the development of incompatible land uses and with the Arcola Area / Route 50 Comprehensive Plan Amendment's recommendations that emphasis be placed on non-residential employment related land uses.
4. Conversion of residential land bays to non-residential and vice versus will provide for the realignment of residential and non-residential land uses that will consolidate and group like uses providing for a more compatible arrangement.
5. Uses proposed as part of this application will result in a one (1) percent increase in the number of daily vehicle trips over those uses currently approved. This incremental increase should have no additional impacts on Level of Service (LOS).

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4. Conversion of residential land bays to non-residential and vice versus will provide for the realignment of residential and non-residential land uses that will consolidate and group like uses providing for a more compatible arrangement.
5. Uses proposed as part of this application will result in a one (1) percent increase in the number of daily vehicle trips over those uses currently approved. This incremental increase should have no additional impacts on Level of Service (LOS).

COUNTY OF LOUDOUN  
DEPARTMENT OF CONSTRUCTION  
AND  
WASTE MANAGEMENT

MEMORANDUM

**DATE:** December 21, 2009

**TO:** Stephen Gardner, Project Manager, Department of Planning

**THRU:** Paul Brown, Division Manager

**FROM:** Dawn L. Klassen, Land Acquisition Manager *DLK*

**SUBJECT:** ZMAP2006-0011 & ZCPA2006-0003—Stone Ridge Commercial Referral Request—Appraisal Review for Valuation of Proffered Land Sites



Two (2) proffer sites are being proffered to the County as public use sites in this application by the Stone Ridge Community Development, L.L.C. ("Applicant"). The proffered site(s) appraisals were conducted by JMSP, Inc. an approved County appraisal firm for proffered land site evaluation.

The Applicant directed JMSP, Inc. to utilize the assumption that the parcels both have the County's required proffered site road and utility infrastructure necessary for a public facility to be sited on them. The infrastructure assumption includes Millstream Drive being extended and also public sewer and water to the sites. This assumption is satisfactory as long as the Applicant's proffer statement includes a commitment to extend the infrastructure to the proffered sites. If the applicant has committed to the infrastructure extensions, the appraiser may include these improvements toward the valuation of the proffered land sites. The applicant must understand that no additional capital facilities contributions credit will be given for the actual costs associated with the infrastructure extension. The applicant will receive that credit in the context of the land values established in the appraisal.

The Board of Supervisors land proffer valuation methodology requires all land proffer site appraisals be based on the site's planned land use as contained in the Revised General Plan. JMSP, Inc., the appraiser retained on this project, has prepared these appraisals based on the current zoning classification. This methodology does not comply with the Board's



valuation policy. The submitted appraisals need to be resubmitted using the planned land use designation of Business.

The planned land for these parcels would be light industrial or office in order to obtain the parcels 'highest and best use.' These appraisals would need to be recalculated using these classifications. (See attachments.)

If there are any questions stemming from this referral, please do not hesitate to contact me at (571) 258-3252. Thank you.

**CPAM 2006-0001  
Proffered Land Sites  
Valuation Credit  
Methodology**

**Adopted June 14, 2006**

**CPAM 2006-0001, Proffered Land Sites Valuation Credit Methodology  
Loudoun County General Plan Policy Amendments  
Adopted June 14, 2006**

The Board of Supervisors adopted the following revisions to the Loudoun County Revised General Plan (Revised July 23, 2001 and amended through February 7, 2006) on June 14, 2006.

Strikethrough text is deleted from the General Plan.

Underlined text is added to the General Plan.

Amendments affect Chapters 3 and 11.

**Chapter 3 – Fiscal Planning and Public Facilities**

**Amend Policy 8 under ‘B. Proffers, Proffer Policies’ (General Plan, p. 3-5)**

8. For the purposes of evaluating proffers for public use sites, the per-acre value for ~~public-use~~ land that does not require any improvements to be completed by the developer will be determined ~~on the applicant's undeveloped parcel in a pre-rezoned state~~ by appraisal of the market value of the site based upon comparison of properties with similar densities suggested by the Planned Land Use Designation in the Revised General Plan. The appraisal shall be paid for by the developer and provided to the County.

**Chapter 11 – Implementation**

**(Add ‘Proffer Guidelines, A. Capital Facilities’ Guideline 5 (General Plan, p.11-2)**

5. A developer proffering a land site as a part of an active re-zoning application shall contact Loudoun County for a list of appraisal firms approved by the County to determine the market value of land at its planned land use designation in the Revised General Plan. The developer shall contact one of the approved appraisal firms and request an appraisal. The cost of the appraisal will be paid for by the developer.

## PROFFER LAND SITE VALUATION METHODOLOGY

Effective December 1, 2009

If you plan to include a land site as part of your proffer statement, please note the following:

Off-Site Land Site—If your proffer statement offers a land site that is not contained within your rezoning land area, your land credit will be the actual sales price of the parcel. You will need to provide a copy of the sales contract price to the Project Manager assigned to your case.

On-Site Land Site—If your proffer agreement offers a land site that is contained within your rezoning land area, then you are required to submit an appraisal thirty (30) days prior to your application being scheduled for a Board of Supervisors' Public Hearing. Three (3) copies of the Summary Appraisal Report must be submitted to the Project Manager assigned to your case.

### To submit an appraisal:

STEP 1: Review the revised proffered land sites policies of the Revised General Plan. (Policy 8, p. 3-5 and Policy 3c, p. 11-1), adopted on June 14, 2006 (**Attachment 1**).

STEP 2: Contact the approved Appraisal Firms (**Attachment 2**) and order your summary appraisal. Remember to allow the appraisal firm time to complete the appraisal for submission thirty (30) days prior to your application for the Board of Supervisors' Public Hearing date. You should provide the appraisal firm a copy of the Planned Land Use Map (**Attachment 3**) to insure the appraisal of the parcel is based upon the Planned Land Use Designation in the Revised General Plan. Have the appraisal firm contact the Planning Department Project Manager if there are any questions concerning the land use designation. The appraisal firm must conduct a visit to the site in order to complete the appraisal report. Three (3) copies of a Summary Appraisal Report must be submitted thirty (30) days prior to your scheduled Board of Supervisors' Public Hearing date.

STEP 3: The Project Manager will incorporate the land value credit in the staff report and capital facility proffer contribution calculation based on the submitted appraisal.

Note that all appraisals are only valid from one (1) year after their completion date.



**LOUDOUN COUNTY  
APPRAISAL FIRMS FOR LAND PROFFER VALUATION  
EFFECTIVE DECEMBER 1, 2009**

Bruce W. Reyle & Company, Inc.  
John C. Reyle, MAI  
3837 Plaza Drive  
Fairfax, VA 22030  
(703)273-7375  
[commercial@reyle.com](mailto:commercial@reyle.com)

C&L Group  
Greg Clucas, MAI  
19620 Club House Road  
Gaithersburg, MD 20879  
(301)258-1008  
[gclucas@aol.com](mailto:gclucas@aol.com)

Johnson, McClellan, Sullins & Page (JMSP)  
Robert Johnson, MAI  
610 Herndon Parkway, Suite 700  
Herndon, VA 20170  
(703)467-8424  
[bjohnson@JMSP.com](mailto:bjohnson@JMSP.com)

LeRoy & Cannon  
Don Cannon  
706 South King Street, Unit 5  
Leesburg, VA 20175  
(703)777-4411  
[leroycannon@juno.com](mailto:leroycannon@juno.com)

Myers Appraisal Service  
Norman Myers, MAI  
106 South King Street  
Leesburg, VA 20175  
(703)777-6543  
[myersappraisal@verizon.net](mailto:myersappraisal@verizon.net)

NBValuations Group  
Sue Browning, MAI  
7979 Old Germantown Road #800  
Bethesda, MD 20814  
(301)654-1719  
[nbvals@verizon.net](mailto:nbvals@verizon.net)

Parli Appraisal, Inc.  
Richard L. Parli, MAI  
3545 Chain Bridge Road, Suite 207  
Fairfax, VA 22030  
(703)273-6677  
[rparli@parliappraisal.com](mailto:rparli@parliappraisal.com)

R.C. Green Appraisals  
Richard Green, Jr., MAI  
13217 Memory Lane  
Fairfax, VA 22033  
(703)328-8135  
[rcgreen3@verizon.net](mailto:rcgreen3@verizon.net)

The Robert Paul Jones Co., LTD  
Robert Jones, MAI  
11240 Waples Mill Road  
Fairfax, VA 22030  
(703)385-8556  
[robertjones@rpjco.com](mailto:robertjones@rpjco.com)

Thomas E. Reed & Associates, Inc.  
Thomas E. Reed, MAI  
4031 Chain Bridge Road, Suite 301  
Fairfax, VA 22030  
(703)246-9598  
[tomreedrealty@aol.com](mailto:tomreedrealty@aol.com)

Jeffrey A. Nein, AICP  
(703) 456-8103  
jnein@cooley.com

BY HAND DELIVERY

December 18, 2009

Stephen Gardner  
Project Manager  
Department of Planning  
1 Harrison Street, S.E., 3rd Floor  
Leesburg, Virginia 20177-7000



**RE: ZCPA 2006-0003/ZMAP 2006-0011, Stone Ridge Commercial**

Dear Stephen:

This letter includes our response to the proffer review comments regarding the October 26, 2009 proffer statement and the Planning Commission's comments from the December 1<sup>st</sup> work session.

Enclosed with this submission are five copies each of the revised draft proffer statement, a comparison with the last submitted version of the proffers (dated November 16, 2009), and a comparison with the October 26, 2009 version of the proffers used for the proffer review noted below. Five copies of the revised Application plan set will be delivered to you under separate cover. Please let me know the number of copies you will need for the Planning Commission packet and when you will need them.

The staff and Planning Commission comments are summarized below (noted in *Italics*) and followed by our response.

**Department of Building and Development (comments dated 11/23/09)**

*1. In regard to proffer I., in the fourth line thereof, I note that the last revision date for the CDP is listed as "October 23, 2009". While Sheets 2 through 15 show this date, the cover sheet merely states a last revision date of "October 2009". I suggest that the cover sheet reflect the same last revision date as the rest of the sheets.*

All sheets of the Application plan set have been updated with a date of December 11, 2009, and Proffer 1 has been revised accordingly.

*2. In regard to proffer I.A., in the eighth line thereof, I suggest that the phrase ", shown on the CDP as 'Dulles South Water Tanks Site'" be inserted following the phrase "The water tanks."*

The referenced proffer has been revised as suggested.

*3. In regard to proffer I.C.1., in the third line thereof, it is indicated that Land Bay EE2A may be consolidated with the "undeveloped portion" of adjacent Land Bay EE2 for development*

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*purposes. The CDP shows a portion of Land Bay EE2 as the "Remaining Portion of Land Bay EE2", with the development potential for 139 multi-family units. If this is the "undeveloped portion" of Land Bay EE2A, I suggest that the phrase "Remaining Portion of Land Bay EE2, as shown on the CDP" be substituted for the phrase "the undeveloped portion."*

The referenced proffer has been revised as suggested.

*4. In further regard to proffer I.C.1., I note that the CDP shows two areas labeled as "Land Bay EE2A". I suggest that it be clarified which portion or portions of Land Bay EE2A are being referenced in this proffer.*

The referenced proffer has been revised to specify that "all of Land Bay EE2A" may be consolidated with the Remaining Portion of Land Bay EE2.

*5. In regard to proffer I.C.1.a.(i), in the last line thereof, I suggest that the phrase "the undeveloped portion of adjacent Land Bay EE2" be changed to the "Remaining Portion of Land Bay EE2, as shown on the CDP."*

The referenced proffer has been revised as suggested.

*6. In regard to proffer I.D., I suggest that the phrase "Relocated Land Bay EE1A" be changed to "Land Bay EE1A (Relocated)" in order to match what is shown on the CDP.*

The referenced proffer has been revised as suggested.

*7. In regard to proffer I.E.2., I note that the applicant has indicated that they shall "demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within" Land Bay FF2B. I am uncertain whether the reference to "final site plan" is intended to mean the first final site plan. I suggest that this be clarified. I also question whether this is intended to mean that the first final site plan shall contain a minimum of 120,000 square feet of floor area. Again, I suggest that this be clarified.*

The referenced proffer has been revised to state "at the time of each site plan approval" within Land Bay FF2B.

*8. In regard to proffer I.E.2.a., in the first line thereof, I suggest that the phrase "this Land Bay" be changed to "Land Bay FF2B."*

The referenced proffer has been revised as suggested.

*9. In regard to proffer I.E.2.f., in the eighth line thereof, I suggest that the phrase "for a building" be changed to "for each building in Land Bay FF2B."*

The referenced proffer has been revised as suggested.



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10. *In further regard to proffer I.E.2.f, I note that the applicant has indicated the intent to have buildings in this Land Bay FF2B meet "certification requirements" of a green building organization. However, I note that there are several different levels of certification available. I suggest that a minimum level be specified.*

There are several green building organizations with whom the Applicant may pursue certification and all have different certification terminology that tend to change over time for various building types and uses. However, in an effort to address this comment, the referenced proffer has been revised to specify "base" certification requirements of a green building organization.

11. *In regard to proffer II.B., in the second paragraph thereof, I note that the applicant has indicated the intent to have all of Phase I and Phase II road improvements, as set forth in Exhibit B, constructed or bonded for construction prior to the issuance of any "zoning permits for residential units" in Land Bays 1, 2, 3, 4 or 5R. However, this does not cover the possibility of non-residential development in Land Bay 1. I suggest that this provision should apply to any zoning permit in these land bays, and not just zoning permits for residential development.*

The referenced second paragraph of proffer II.B. was included for amendment only to reflect the change in the designation of Land Bay 5 to Land Bay 5R. All Phase I and Phase II road improvements have been completed. Nevertheless, the referenced proffer has been revised to state "zoning permits for Permitted Uses (i.e., all uses permitted as a matter of right ..."

12. *In further regard to proffer II.B., I interpret Exhibit B as indicating that the improvements in Phase IIIA must also be constructed or bonded for construction prior to the issuance of any zoning permits within Land Bays 1, 2, 3, 4 or 5R, but this proffer does not so state. If this interpretation is correct, I suggest that this be clearly stated in the proffer. If this interpretation is not correct, then I suggest that this be clarified.*

Exhibit B, the Stone Ridge Phasing Plan, sets forth the road improvements required to develop progressive levels of residential, industrial and retail uses. The second paragraph of Proffer II.B. was revised with the ZMAP 2002-0013/ZCPA 2002-0004 case to clarify that permits for the residential units proposed in Land Bays 1, 2, 3, 4 and 5 would not be included in the units authorized by the completion of the Phase I and II road improvements. You are correct that Exhibit B requires the completion of the Phase IIIA improvements before residential units in Land Bays 1, 2, 3, 4 and 5R can be built. The Phase IIIA improvements have either been constructed or have approved construction plans. The referenced proffer has been revised to include Phase IIIA and, along with Phase IIIA in Exhibit B, has been revised to state "prior to the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R."

13. *In regard to proffer II.B.2.(c)., concerning the possibility that a trail cannot be accommodated within the right-of-way and the applicant is providing an easement for such trail, I suggest that a timing mechanism be included for the provision of such trail easement.*

The referenced proffer has been revised to provide the easement at the request of the County.

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*14. In regard to proffer II.B.3., in the last line thereof, I note that the Route 50 improvements are to be "commenced" prior to the issuance of "the first residential zoning permit" in Land Bays 1, 2, 3, 4 or 5R. I suggest that the word "commenced" be changed to "constructed or bonded for construction." I also suggest that the word "residential" be deleted so that this refers to the first zoning permit in these land bays.*

The trigger for this proffer approved with ZMAP 2002-0013/ZCPA 2002-0004 was "commence construction" to ensure that the improvements would be constructed concurrent with the first residential unit in Land Bays 1, 2, 3, 4 or 5, and not just bonded for construction. The Applicant has retained this trigger as approved by the County. However, the referenced proffer has been revised to specify "Permitted Use" rather than "residential."

*15. In regard to proffer II.B.4.(c)., in the sixth line thereof, there is a reference to "Exhibit D". I did not receive a copy of this Exhibit. I suggest that this exhibit be attached and that it be referenced by date, title and design firm that created it.*

The referenced proffer was included for amendment only to reflect the change in the designation of Land Bay 5 to Land Bay 5R. Exhibit D, part of the ZMAP 2002-0011/ZCPA 2002-0004 proffers, illustrated the proffered Route 50/West Spine Road intersection improvements. The construction plans for the Route 50/West Spine Road intersection improvements depicted on Exhibit D have been approved. Exhibit D, as approved, has been referenced in this proffer.

*16. In further regard to proffer II.B.4.(c), in the ninth line thereof, the applicant includes a timing mechanism for the Route 50 Intersection Improvements that is tied to the issuance of "the first residential zoning permit" in Land Bays 1, 2, 3, 4 or 5R. I suggest that the word "residential" be deleted, so that the trigger mechanism will be any zoning permit in these land bays.*

As noted above, the construction plans for the referenced Route 50/West Spine Road intersection improvements have been approved. Nevertheless, the referenced proffer has been revised to state "prior to the issuance of the first zoning permit for a Permitted Use..."

*17. In further regard to proffer II.B.4.(c)., in the last sentence thereof, the applicant discusses the acquisition of right-of-way, and indicates that if they are unable to obtain the right-of-way after a good faith effort, then they shall request the County to use their power of eminent domain. However, it is not clear if the applicant intends to pay for the costs of such eminent domain proceedings. I suggest that this be clarified.*

As noted above, the improvements referenced in proffer II.B.4.(c). have been approved for construction and all off-site rights-of-way and easements are in place. Nevertheless, the proffer has been clarified to state the Applicant's intent to pay for any such eminent domain proceedings.

*18. In regard to proffer II.B.4.(e)., in the fifth line thereof, I suggest that the phrase "four north-bound lanes to accommodate left turns" be changed to read "four north-bound lanes, in order to accommodate left turns."*

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The referenced proffer has been revised as suggested.

*19. In regard to proffer II.B.6., in the eighth line thereof, I suggest that the phrase "the approval of a site plan for Land Bay 8" be changed to "the approval of the first site plan for Land Bay 8."*

The referenced proffer has been expanded and incorporates the suggested language.

*20. In regard to proffer II.B.6.(a)., in the second and third lines thereof, the applicant refers to the "River and Stream Corridor 50-foot management buffer." The CDP shows a buffer for the Scenic Creek Buffer, and it shows the 100 year floodplain, and then it includes a "50' Management Buffer", which is not identified as a River and Stream Corridor buffer. I suggest that this be clarified.*

The label on the CDP has been revised to match the proffer language.

*21. In regard to proffer II.B.7., I note that the applicant has indicated that no more than 300 residential zoning permits within the combined Land Bays of 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase III.B. However, I note that the applicant is contemplating the possible development of non-residential uses in Land Bay 1, which could mean that only 39 residential units remain to be built in Phase III.B. I suggest that the possible development of non-residential uses in Land Bay 1 be addressed somewhere in the Phasing Plan.*

The referenced proffer has been revised to remove the zoning permit allowance and the Phasing Plan, Exhibit B, has been revised to provide that the completion of the Phase IIIA improvements will also allow the development of Permitted Uses in Land Bays 1, 2, 3, 4 and 5R.

*22. In regard to proffer II.B.8., I note that the extension of Southpoint Drive is being broken into two phases. Inasmuch as a portion of Southpoint Drive is shown as existing to the east of Gun Spring Road, I do not see why the phase two of this improvement is being made contingent on the construction of the West Spine Road from Tall Cedars Parkway to Route 50. I urge staff to consider the appropriateness of this.*

The phasing of the extension of Southpoint Drive has been proffered to address an OTS and VDOT concern regarding a connection with Gum Spring Road prior to the construction of the West Spine Road and the implementation of new traffic circulation patterns.

*23. In regard to proffer II.B.9., I note that the applicant has indicated that Stone Carver Drive shall be constructed with traffic calming measures as depicted on Sheet 15 of the Plans. Sheet 15 shows one intersection with traffic calming measures. If all intersections on Stone Carver Drive are to have such intersections, I suggest that it be clarified that the depicted traffic calming measures will apply at all intersections on Stone Carver Drive.*

Sheet 15 has been revised to clarify that the traffic calming measures apply to the entire street, not just intersections.

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24. *In regard to proffer II.C.3., in the tenth line thereof, I suggest that the phrase "earlier of" be changed to "earlier to occur of."*

The referenced proffer has been revised as suggested.

25. *In further regard to proffer II.C.3., in the last two lines thereof, I note that in this instance the applicant has referenced the "issuance of the 1<sup>st</sup> zoning permit in Land Bay 1" as a trigger mechanism, which would cover the possible development of a non-residential use in that Land Bay. However, Exhibit B, the Phasing Plan, in a note in Phase III.B., it is indicated that the trigger mechanism would be the "issuance of the first residential zoning permit in Land bay 1." I suggest that this inconsistency be eliminated.*

The referenced proffer and the notes for Phase IIIB in Exhibit B have been revised to include a trigger of the 1<sup>st</sup> zoning permit for a Permitted Use in Land Bay 1.

26. *In further regard to proffer II.C.3., and the issue of what is the appropriate trigger mechanism, I note that if the extension of Northstar Boulevard occurs upon the issuance of the first zoning permit in Land Bay 1, then there is no guarantee that the extension of Tall Cedars Parkway from the entrance to the public use site #2 to Route 659 Relocated (i.e. Northstar Boulevard) will be in place when the extension of Northstar Boulevard occurs. I suggest that consideration be given to tying the provision of the extension of Tall Cedars Parkway to the same timing mechanism as the construction of Northstar Boulevard.*

The extension of Tall Cedars Parkway to the Northstar Boulevard right-of-way has been constructed. Nevertheless, the referenced proffer has been revised to provide a similar construction trigger as Northstar Boulevard.

27. *In regard to proffer II.F.3., in the fifth line thereof, I suggest that the phrase "undeveloped portion of Land Bay EE2" be changed to "the Remaining Portion of Land Bay EE2, as shown on the CDP."*

The referenced proffer has been revised as suggested.

28. *In further regard to proffer II.F.3., I note that there is a potential for a cash contribution for the signal at Stone Springs Boulevard and Millstream Drive, in the event that warrants are not present at the time specified for the submission of a traffic study, but there is no specific timing mechanism for the provision of such cash contribution. I suggest that this be specified.*

The referenced proffer was previously revised to provide a payment trigger.

29. *In regard to proffer II.F.4., in the third line thereof, I suggest that the phrase "the earlier of" be changed to "the earlier to occur of."*

The referenced proffer has been revised as suggested.



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30. *In further regard to proffer II.F.4., in the fourth line thereof, there is a reference to the "Lenah Loop Road." However, there is no such road shown anywhere on the CDP or the Plans. I suggest that this be clarified.*

The referenced proffer has been revised to include a reference to the Countywide Transportation Plan with respect to the Lenah Loop Road.

31. *In further regard to proffer II.F.4., I again note that there is a possible cash contribution if warrants are not present at the time the traffic analysis is performed, but that there is no specific timing mechanism for the provision of such cash contribution. I suggest that such a provision be included.*

The referenced proffer has been revised to provide a payment trigger as suggested.

32. *In regard to proffer III.B.3., in the third line thereof, I suggest that the phrase "zoning permit in Land Bay 1, 2, 3, 4 or 5R" be changed to read "zoning permit in any of Land Bays 1, 2, 3, 4 or 5R."*

The referenced proffer has been revised as suggested.

33. *In regard to proffer III.B.4., I suggest that the phrase "Upon the request of the County" be moved from the fourth line to the beginning of the paragraph.*

The referenced proffer has been revised as suggested.

34. *In regard to proffer III.F., I note that the applicant states that they may utilize the Total Capital Facilities Credit as a credit against cash contributions for capital facilities required for residential units in Stone Ridge approved under ZMAP 1994-0017, "with said cash contributions escalated in accordance with proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application." As I read this, it appears to imply that the applicant intends to receive a credit for payments already made, and that the value of the previous payments is escalated. I don't think this is appropriate. I suggest that it be clarified that this provision only applies to payments made after the date of approval of this Application.*

The referenced proffer has been clarified as suggested.

35. *In further regard to proffer III.F., in the last sentence thereof, I suggest that the phrase "actually paid to the County and" be deleted. In addition, in the next to last line of the proffer, I suggest that the phrase "shall be paid to the County and" be inserted prior to the phrase "shall escalate."*

The referenced proffer has been revised as suggested.

36. *In regard to proffer III.G.3., I note that the applicant has included a provision that ties receipt of the capital facilities credit set forth in Proffer III.F. to the conveyance of Public Use Site #3. I suggest that this provision is not needed for purposes of receiving the capital facilities credit, as*

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*proffer III.F. is sufficient, but such a timing mechanism is needed for purposes of receiving credit against the requirements of proffer VII.C. Linkage Between Commercial and Residential Uses. I suggest that this proffer be clarified by changing the references accordingly. This same comment applies to the similar provision found in proffer III.G.4.*

It is not clear that the Board may elect to accept Public Use Site #3. Therefore, both the referenced proffer and Proffer III.F. have been revised to address such a situation. Proffer III.G.4. has been revised as suggested.

*37. In regard to proffer III.G.4., I note that the applicant has indicated the intent to convey Public Use Site #4 "for use as a commuter parking lot with a minimum of 100 spaces." However, in proffer III.G.4.a., the applicant has indicated that the 100 parking are to be constructed when adjacent Land Bay EE2A is "developed." In the first instance, it appears that the parking spaces are to be provided with the conveyance, and in the second instance it appears that the construction is to occur when the adjacent land bay is "developed." I suggest that this inconsistency be eliminated. I also suggest that a more specific trigger mechanism than "developed" be referenced, such as prior to approval of the first site plan.*

The referenced proffer has been revised to provide a more specific trigger as suggested.

*38. In further regard to proffer III.G.4., I urge staff to review the appropriateness of the applicant's proposed source for reimbursement for the costs of constructing the 100 parking spaces.*

The Applicant and staff have discussed this point and have verified the source of funding.

*39. In regard to proffer VI.B. Open Space Proffers, it appears that proffers VI.B.1. and VI.B.2. are being retained. If there is another intent, then I suggest that this be clarified.*

Proffers VI.B.1. and VI.B.2. are being retained.

*40. In regard to proffer VI.G., in the first line thereof, I suggest that the phrase "within the Tree Conservation Areas shown on the CDP" be inserted prior to the phrase "throughout the Property."*

The referenced proffer has been revised as suggested.

*41. In regard to proffer VI.H., the two sentences contain conflicting statements. The first sentence states unequivocally that the applicant "shall not disturb" the referenced archeological site, while the second sentence suggests that there will be land disturbance. I suggest that this inconsistency be eliminated.*

The referenced proffer has been revised to eliminate the inconsistency.

*42. In regard to proffer VII.C.1., in the second line thereof, I suggest that the word "Application" be deleted.*

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Proffer VII.C.1., the "linkage" proffer, was removed with the November 16, 2009 version of the proffer statement as the Applicant proposed floor area credit amendments to proffer I.E.2. rather than amend proffer VII.C.1.

*43. These proffers will need to be signed by all landowners, and be notarized, prior to the public hearing on this application before the Board of Supervisors.*

Comment acknowledged.

**Planning Commission comments from December 1, 2009 Work Session**

*1. Further discuss the land value credits and floor area credits for the proffered public use sites.*

The Applicant met with County staff (Stephen Gardner and John Merrithew) on December 8<sup>th</sup> and discussed how both land value and floor area credits for the public use sites were fair and reasonable inasmuch as a normal arms-length sales agreement would involve both the fair market value of the land and the amount of floor area to be developed. The Applicant indicated that the amount of floor area requested for the credits against the commercial/residential linkage proffer (the amounts permitted by the proffered FARs) would be reviewed. The proffers have now been revised to reduce the floor area credit for Public Use Site #3 to 24,750 square feet and to reduce the floor area credit for Public Use Site #4 to 14,720 square feet. The proffers have also been revised to clarify that in the event the County elects not to accept conveyance of Public Use Site #3, neither land value nor floor area credits for that site will be received. As of the date of this letter, the County's review of the appraisals for the public use sites had not been provided to the Applicant.

*2. Recommend that the restrictions of Postal Service and Recycling Centers be removed from the PD-IP land bay proffers.*

The referenced proffers have been revised as recommended.

*3. Request that the Applicant be responsible for the construction of Tall Cedars Parkway west of Northstar Boulevard.*

The extent of regional road responsibilities for Stone Ridge was determined by the County with the approval of ZMAP 2002-0013/ZCPA 2002-0004 and the referenced construction was not included. This application proposed no additional residential uses and a minimal increase in non-residential floor area. Therefore, there is no rational nexus to justify this request. The Applicant has agreed to other significant road improvements that will benefit the general public.

*4. Request that all road proffers commit to construction rather than construction or bonding.*

The approved "bonded or constructed" language in several of the road proffers reflects the fact that VDOT will not accept a new road until there are users for the road. Nevertheless, the revised proffers include "construction" triggers for Northstar Boulevard, Tall Cedars Parkway, Millstream Drive, Southpoint Drive and Destiny Drive.

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*5. Recommend that existing, as well as proposed, trails and sidewalks be depicted on the rezoning plans. Recommend sidewalks on both sides of Millstream Drive.*

Sheets 5 and 6 (the CDP) and Sheets 10 and 11 (the Illustrative Plan) have been revised to depict both the existing and proposed sidewalks and trails. Sidewalks and/or trails are depicted on both sides of Millstream Drive.

*6. Recommend that the construction of the two northbound lanes of Northstar Boulevard be tied to the first zoning permit in Land Bay 1.*

Proffer II.C.3. has been revised to also specify that the two northbound lanes of Northstar Boulevard will be bonded prior to the issuance of the first zoning permit for a use in Land Bay 1 and will be constructed and open to traffic prior to the issuance of the first occupancy permit for a use in Land Bay 1.

*7. Recommend that there be no disturbance within the fenced area of the archeological site without County approval.*

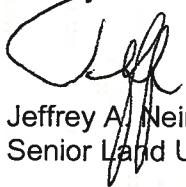
Proffer VI.H. has been revised as recommended.

We believe this response letter, the revised proffers, and the amended Application plans address all remaining staff and Planning Commission comments. We look forward to the Planning Commission work session on January 7, 2010.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Cooley Godward Kronish LLP



Jeffrey A. Nein, AICP  
Senior Land Use Planner

Enclosures

cc: Roy R. Barnett, Van Metre Companies  
Brian Martin, P.E., Urban, Ltd.  
Mark C. Looney, Esq., Cooley Godward Kronish LLP

424270 v1/RE



SECOND AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

DECEMBER 18, 2009

ATTACHMENT 4

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## PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-26-9934, 204-26-3928, 204-36-0901, 204-36-4505, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-CC(SC) zoning district. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

### **I. CONCEPT DEVELOPMENT PLAN**

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 2006, as revised through December 11, 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural

features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. **TR-1UBF District.** Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The water tanks site, shown on the CDP as "Dulles South Water Tanks Site", has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. **PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility". The referenced HOA is the same HOA as established pursuant to Proffer V., Owners Association, of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the earlier of (i) the issuance of the 250<sup>th</sup> cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R, or (ii) the issuance of the 2,500<sup>th</sup> cumulative residential permit within Stone Ridge.

C. **Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of the combined portions of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. All of Land Bay EE2A may be consolidated with the Remaining Portion of Land Bay EE2, as shown on the CDP, (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of \$1,059,324 (\$12,611 times 84 market-rate units) shall be due upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.



(i). **Recreational Amenities.** The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 sq.ft. within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166<sup>th</sup> cumulative residential zoning permit within Land Bay EE2A and the Remaining Portion of Land Bay EE2, as shown on the CDP.

2. **R-24 Districts.**

a. Land Bay FF1A. Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will include a maximum of 158 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

b. Land Bay 6. Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, will include a maximum of 163 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in ZMAP 1994-0017, as these units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

**D. PD-CC(SC) District.** Land Bay EE1A (Relocated). Land Bay EE1A (Relocated), as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

**E. Other Non-Residential Districts.**

1. **PD-IP District.**

a. Land Bay 7. Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

b. Land Bay 8. Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) with uses permitted in the PD-IP zoning district, including permissible special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. Land Bay DD (portion). The portion of Land Bay DD located between Land Bay 5R and Millstream Drive shall be developed with uses permitted in the PD-IP zoning district, including permissible special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and

(MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B for which the Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All floor area developed in Land Bay FF2B in excess of 80,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 80,000 square feet. The Owner shall demonstrate at the time of each site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. Building Architecture and Facades. All buildings located within Land Bay FF2B will have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they will be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation between buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will provide for ample dedicated pedestrian

walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for each building in Land Bay FF2B, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the base certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc., for the type of building and/or use being proposed with the submission.

g. Bicycle Facilities. All buildings in Land Bay FF2B will be designed to incorporate bicycle racks (sufficient in number to accommodate 1 bicycle per 5,000 square feet of floor area) and changing rooms with shower facilities.

**G. Stone Ridge Development Summary.** The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); three hundred fourteen thousand seven hundred fifteen (314,715) gross square feet of PD-CC(SC) uses; three hundred ninety thousand eight hundred seventy-two (390,872) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The Concept Development Plan depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed by the Loudoun County Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

## **II. TRANSPORTATION PROFFERS**

### **B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION**

The improvements described below shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner, if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence

construction, and provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

With regard to phasing, all Phase I, Phase II and Phase IIIA road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for Permitted Uses (i.e., all uses permitted as a matter of right within the applicable zoning district, subject to compliance with all applicable development standards and regulations as set forth in the Loudoun County ordinances) in Land Bays 1, 2, 3, 4, or 5R, unless otherwise set forth in the Existing Stone Ridge Proffers and/or these Proffers. In addition, the attached Exhibit B includes the phasing for the road improvements described below and proffered with this Application.

## **2. TALL CEDARS PARKWAY**

(b). Phase IIIB. As part of Phase IIIB, as described in Exhibit B, Tall Cedars Parkway, between the entrance to Public Use Site #2 and Northstar Boulevard (a.k.a. Route 659 Relocated), shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301<sup>st</sup> cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway. If a trail cannot be accommodated within the right-of-way dedicated to the County, the Owner shall grant to the County an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail upon request by the County.

## **3. ROUTE 50**

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R.

## **4. ROUTE 50 INTERSECTIONS**

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50



to southbound West Spine Road, single left-turn lane from eastbound Route 50 to northbound West Spine Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. These improvements are illustrated in Exhibit D attached to the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary. The Owner shall pay the costs of any such eminent domain proceedings.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the median break at Route 50 and existing Gum Spring Road, and the modification of the existing Gum Spring Road entrance on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

(e) Route 50/Stone Springs Boulevard Intersection. At such time as the signal at the intersection of Stone Springs Boulevard and Route 50 is reconfigured to accommodate the extension of Stone Springs Boulevard northward, in conjunction with the development of the Glascock Field at Stone Ridge property (ZMAP 2006-0007), the Owner shall reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes, in order to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

## **6. MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and construct Millstream Drive Extended westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall commence construction of Millstream Drive Extended within 12 months after receipt of notification from the County of its decision to accept conveyance of Public Use Site #3, as set forth in Proffer III.G.3, below. In the event the County elects not to accept Public Use Site #3, then the Owner shall commence construction of Millstream Drive Extended within 6 months of the approval of the first site plan for either Land Bay 7 or 8. Millstream Drive Extended will be open to traffic, but not necessarily accepted by VDOT for maintenance, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the 50'



River and Stream Corridor Management Buffer, except for utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

**7. PHASING PLAN**

The transportation proffers set forth the timing and/or milestones of when various transportation improvements are bonded and constructed in relation to the number of zoning permits or occupancy permits issued for Permitted Uses within certain land bays. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference.

**8. EXTENSION OF SOUTHPPOINT DRIVE**

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed in conjunction with the initial development of either Land Bay FF1A or Land Bay FF2B, whichever occurs first. Phase 2 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 24 months of when (i) the West Spine Road is constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic, and (ii) the County requests that the Owner construct Phase 2, said request to be received by the Owner prior to the issuance of the zoning permit that represents a cumulative total of more than 120,000 square feet of commercial floor area in Land Bay FF2B, and (iii) either a cul-de-sac is constructed by others on Gum Spring Road (Route 659) north of Tall Cedars Parkway or intersection improvements, as required by VDOT (i.e., signalization and/or turn lanes), are provided by the Owner at the intersection of Southpoint Drive and Gum Spring Road.

**9. STONE CARVER DRIVE**

Stone Carver Drive shall be constructed as a public street with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

**10. DESTINY DRIVE**

Destiny Drive (a.k.a. Pebble Drive on the ZMAP 1994-0017 CDP) shall be constructed from its current southern terminus to the southern boundary of Stone Ridge and shall be open to traffic, but not necessarily accepted by VDOT for maintenance, no later than 9 months after the approval of this Application.

**C. WESTERN BYPASS/ROUTE 659 RELOCATED**

**1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED**

**3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)**

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as

required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge, inclusive of an adjoining trail (8 feet in width) along the easterly right-of-way line. These improvements shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301<sup>st</sup> cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.

#### **F. SIGNALIZATION**

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the Remaining Portion of Land Bay EE2, as shown on the CDP, with the submission of the first site plan for the consolidated area. In the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event a traffic signal is not warranted, the Owner shall contribute \$250,000 to the County, prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A, for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. If a traffic signal at the Stone Springs Boulevard/Tall Cedars Parkway intersection is not installed or obligated to be installed by others prior to the earlier to occur of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, or (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road, as identified on the Revised Countywide Transportation Plan, is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute \$300,000 to the County, for the design, construction and installation of the signal by others, within 90 days of receipt of such determination by VDOT. This contribution shall escalate annually, beginning on January 1, 2011, and

continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

### **III. CAPITAL FACILITIES**

#### **B. PARKS AND RECREATION**

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP and on Sheets 10 and 11 of the Plans. Sidewalks and trails shall be constructed in phases concurrently with the construction of the road improvements adjacent to such sidewalks and trails. All sidewalks and trails not adjacent to a public right-of-way shall be constructed in conjunction with the development of the land bay containing such sidewalks and trails. All trails and sidewalks located outside of the public right-of-way shall be subject to public access easements.

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in any of Land Bays 1, 2, 3, 4 or 5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

4. Stream Valley Trail Easement. Upon request of the County, the Owner shall grant to the County a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

#### **C. LIBRARY SITE**

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601<sup>st</sup> residential zoning permit within Stone Ridge, and shall complete the building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.



The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

#### **F. CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS**

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contributions, the Owner shall make a cash contribution to the County for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004 in the amount of \$37,660 per single-family detached residential unit, \$22,291 per single-family attached residential unit and \$12,611 per multi-family residential unit (each a "Capital Facilities Contribution"); provided, however, that the Owner shall be permitted to apply as a credit against each Capital Facilities Contribution under this proffer (non-escalated) the sum of \$10,975,000 (the "Total Capital Facilities Credit") that is the total value of the following non-cash capital facilities contributions: (i) \$8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in Proffer III.C., above, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site dedicated pursuant to Proffer III.E., and (iii) \$2,600,000 for Public Use Site #4, referenced in Proffer III.G.4. below. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions that have not been paid prior to the approval of this Application for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated. in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less than annually. The Owner shall begin payment of the above referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits exceeds the Total Capital Facilities Credit of \$10,975,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004. Any cash capital facilities contribution required by the approved proffers of ZMAP 1994-0017 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 1994-0017.

#### **G. PUBLIC USE SITES**

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, subject to the receipt of a request from the County delivered to the Owner within 180 days after the approval of this Application, convey Public Use Site #3 to the County (the "Public Use Site #3 Request"). Within 60 days after the receipt of the Public Use Site #3 Request, the Owner shall submit a record plat application to create a separate legal parcel of approximately 5.595 acres in area within Land Bay 7, zoned PD-IP, as shown on Sheet 4 of the CDP ("Public Use Site #3").

The conveyance of Public Use Site #3 shall occur on or before 60 days after the later of (i) the approval of the aforesaid record plat, or (ii) the construction of Millstream Drive Extended, as provided in Proffer II.B.6, above. In the event the County elects to accept the conveyance of Public Use Site #3, then, two years following said conveyance, the Owner shall receive a commercial floor area credit of 24,750 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers. In addition, upon the conveyance of Public Use Site #3, the Owner shall receive a capital facilities credit of \$2,090,000 in addition to the credits set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. In the event the County elects to accept the conveyance of Public Use Site #3, then, at the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6. above, the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the County for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. In the event the County elects to accept the conveyance of Public Use Site #3, then, up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC), as shown on Sheet 5 of the CDP, for use as a commuter parking lot. Two years following the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 14,720 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers. Public Use Site #4 shall not be subject to an owner's association.

a. Concurrently with the submission of the first site plan for Land Bay EE2A, the Owner shall submit a site plan for the construction of site improvements necessary to accommodate a minimum of 100 parking spaces (including curb and gutter, site lighting and landscaping) and bicycle racks for a minimum of 10 bicycles on Public Use Site #4 (the "Commuter Parking"). The Owner shall construct the Commuter Parking prior to the issuance of the first occupancy permit in Land Bay EE2A and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's submission of the first site plan for Land Bay EE2A, the County shall notify the Owner of such decision. The County may then construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric



lines to a point 10 feet inside the property line of Public Use Site #4 concurrent with the development of Land Bay EE2A. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

## **VI. ENVIRONMENTAL AND OPEN SPACE**

### **B. OPEN SPACE PROFFERS**

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

### **C. STORMWATER MANAGEMENT**

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

### **G. TREE CONSERVATION AREAS**

The Owner is committed to the preservation of trees within the Tree Conservation Areas shown on the CDP throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full Tree Conservation Areas depicted on the CDP for PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

### **H. ARCHEOLOGICAL SITE 44LD1187**

The Owner shall protect archeological site 44LD1187 located in Land Bay 1 by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. There shall be no land disturbance within the fenced area without consultation with and approval by the County Archeologist.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

**STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Owner

**STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_(SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of  
\_\_\_\_\_, 2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone  
Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Owner

**STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_(SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

## EXHIBIT A

(Refer to Concept Development Plan  
dated April 2006 and revised through December 11, 2009)



**EXHIBIT B**  
**STONE RIDGE**  
**PHASING PLAN**

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</p> <p>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential  338,574 additional GFA industrial  214,715 additional GFA retail  390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential  462,074 GFA industrial  314,715 GFA retail  390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.*</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>Unless otherwise noted below, these improvements shall be bonded or under construction prior to the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R.</p>	<p>In addition to the permissible level of development in Phase II,</p> <p>300 residential units and other Permitted Uses in Land Bays 1, 2, 3, 4 and 5R.</p>

<u>PHASE</u>	<u>ROAD IMPROVEMENTS</u>	<u>UNITS ALLOWED</u>
IIIA (cont.)	<p>* This improvement shall be constructed or bonded for construction at the earlier to occur of (i) commencement of construction by others of the four-lane section of West Spine Road from Tall Cedars Parkway to Route 50, or (ii) the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R.</p>	
IIIB	<ol style="list-style-type: none"> <li>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.*</li> <li>2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</li> <li>3. Bus shelter at the Park and Ride lot, as per proffer II.H.</li> <li>4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.*</li> </ol> <p>Unless otherwise noted below, these improvements shall be bonded or under construction prior to issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. In addition, this improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential occupancy permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.</p>	<p>In addition to the permissible level of development in Phase IIIA, all residential units and other Permitted Uses in Land Bays 1, 2, 3, 4 and 5R.</p>

## EXHIBIT C

### ZONING ORDINANCE MODIFICATIONS

#### 1. WITHDRAWN

#### 2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

##### Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

#### 3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

*"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."*

##### Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

#### 4. WITHDRAWN

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**SECOND AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT**

**SUBMITTED BY**

**STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.**

**ZCPA 2006-0003**

**ZMAP 2006-0011**

**~~NOVEMBER 16,~~DECEMBER 18, 2009**

**ATTACHMENT 5**

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EXHIBIT A - CONCEPT DEVELOPMENT PLAN

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## PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-26-9934, 204-26-3928, 204-36-0901, 204-36-4505, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-CC(SC) zoning district. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

### **I. CONCEPT DEVELOPMENT PLAN**

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 2006, as revised through ~~October 23, December 11,~~ 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural



and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. **TR-1UBF District.** Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The water tanks site, shown on the CDP as "Dulles South Water Tanks Site", has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. **PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility". The referenced HOA is the same HOA as established pursuant to Proffer V., Owners Association, of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the earlier of (i) the issuance of the 250<sup>th</sup> cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R, or (ii) the issuance of the 2,500<sup>th</sup> cumulative residential permit within Stone Ridge.

C. **Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of the combined portions of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. All of Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Remaining Portion of Land Bay EE22, as shown on the CDP, (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of \$1,059,324 (\$12,611 times 84 market-rate units) shall be due upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

(i). Recreational Amenities. The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 sq.ft. within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166<sup>th</sup> cumulative residential zoning permit within Land Bay EE2A and the ~~undeveloped~~Remaining pPortion of ~~adjacent~~ Land Bay EE2-2, as shown on the CDP.

2. R-24 Districts.

a. Land Bay FF1A. Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will include a maximum of 158 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

b. Land Bay 6. Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, will include a maximum of 163 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in ZMAP 1994-0017, as these units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

D. PD-CC(SC) District. ~~Relocated~~-Land Bay EE1A (Relocated). ~~Relocated~~-Land Bay EE1A (Relocated), as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

E. Other Non-Residential Districts.

1. PD-IP District.

a. Land Bay 7. Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

b. Land Bay 8. Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) ~~for any of the~~with uses permitted in the PD-IP zoning district, including ~~any~~-permissible special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. Land Bay DD (portion). The portion of Land Bay DD located between Land Bay 5R and Millstream Drive ~~may~~shall be developed with uses permitted in the PD-IP ~~uses and zoning~~ district, including permissible ~~PD-IP~~ special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; ~~(K) recycling drop-off collection center, small;~~ (M) wholesale trade establishment; (S) warehousing facility;

(T) auction house; ~~(X) postal service, etc.~~; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B for which the Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All ~~additional~~ floor area ~~planned for developed in~~ Land Bay FF2B in excess of 80,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 80,000 square feet. The Owner shall demonstrate at the time of ~~final~~each site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. Building Architecture and Facades. All buildings located within ~~this~~ Land Bay FF2B will have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they will be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation between buildings in this Land Bay and between this Land Bay and surrounding development outside this



Land Bay. The site design will provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for each building in Land Bay FF2B, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the base certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc., for the type of building and/or use being proposed with the submission.

g. Bicycle Facilities. All buildings in Land Bay FF2B will be designed to incorporate bicycle racks (sufficient in number to accommodate 1 bicycle per 5,000 square feet of floor area) and changing rooms with shower facilities.

**G. Stone Ridge Development Summary.** The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); three hundred fourteen thousand seven hundred fifteen (314,715) gross square feet of PD-CC(SC) uses; three hundred ninety thousand eight hundred seventy-two (390,872) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The Concept Development Plan depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed by the Loudoun County Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

## **II. TRANSPORTATION PROFFERS**

### **B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION**

The improvements described below shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner, if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, and

provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

With regard to phasing, all Phase I, Phase II and Phase ~~IIIA~~ road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for ~~the residential units~~ Permitted Uses (i.e., all uses permitted as a matter of right within the applicable zoning district, subject to compliance with all applicable development standards and regulations as set forth in the Loudoun County ordinances) in Land Bays 1, 2, 3, 4, or 5R. ~~The, unless otherwise set forth in the Existing Stone Ridge Proffers and/or these Proffers. In addition, the~~ attached Exhibit B includes the phasing for the road improvements, described below, and proffered with this ~~a~~ Application.

## **2. TALL CEDARS PARKWAY**

(b). Phase IIIB. As part of Phase IIIB, as described in Exhibit B, Tall Cedars Parkway, between the entrance to Public Use Site #2 and Northstar Boulevard (a.k.a. Route 659 Relocated), shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301<sup>st</sup> cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway. If a trail cannot be accommodated within the right-of-way dedicated to the County, the Owner shall grant to the County an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail upon request by the County.

## **3. ROUTE 50**

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first ~~residential~~ zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R.

## **4. ROUTE 50 INTERSECTIONS**

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50 to southbound West Spine Road, single left-turn lane from eastbound Route 50 to northbound West Spine



Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. These improvements are illustrated in Exhibit D, attached to the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first ~~residential~~-zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary. The Owner shall pay the costs of any such eminent domain proceedings.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the median break at Route 50 and existing Gum Spring Road, and the modification of the existing Gum Spring Road entrance on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

(e) Route 50/Stone Springs Boulevard Intersection. At such time as the signal at the intersection of Stone Springs Boulevard and Route 50 is reconfigured to accommodate the extension of Stone Springs Boulevard northward, in conjunction with the development of the Glascocock Field at Stone Ridge property (ZMAP 2006-0007), the Owner shall reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes, in order to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

## **6. MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and construct ~~the extension of~~ Millstream Drive Extended westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall commence construction ~~of the extension~~ of Millstream Drive ~~at the earlier of (i)~~ Extended within ~~six~~ 12 months after receipt of notification ~~by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a~~ from the County of its decision to accept conveyance of Public Use Site #3, as set forth in Proffer III.G.3, below. In the event the County elects not to accept Public Use Site #3, then the Owner shall commence construction of Millstream Drive Extended within 6 months of the approval of the first site plan for either Land Bay 7 or 8. ~~The extension of~~ Millstream Drive Extended will be open to traffic, but not necessarily accepted by VDOT for maintenance ~~by VDOT~~, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the 50' River

and Stream Corridor ~~50-foot management buffer~~ Management Buffer, except for utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

## 7. PHASING PLAN

The transportation proffers set forth the timing ~~of~~ and/or milestones of when various transportation improvements are bonded and constructed in relation to the number of zoning permits or occupancy permits issued for Permitted Uses within certain land bays. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference. ~~No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIB of Exhibit B.~~

## 8. EXTENSION OF SOUTHPOINT DRIVE

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed in conjunction with the initial development of either Land Bay FF1A or Land Bay FF2B, whichever occurs first. Phase 2 of the extension of Southpoint Drive, as depicted on the CDP, shall ~~not~~ be constructed until and open to traffic, but not necessarily accepted by VDOT for maintenance, within 24 months of when (i) the West Spine Road is constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic, and (ii) the County requests that the Owner construct Phase 2, said request to be received by the Owner prior to the issuance of the zoning permit that represents a cumulative total of more than 120,000 square feet of commercial floor area in Land Bay FF2B, and (iii) either a cul-de-sac is constructed by others on Gum Spring Road (Route 659) north of Tall Cedars Parkway or intersection improvements, as required by VDOT (i.e., ~~such as turn lanes and~~ signalization and/or turn lanes), are provided by the Owner at the intersection of Southpoint Drive and Gum Spring Road.

## 9. STONE CARVER DRIVE

Stone Carver Drive shall be constructed as a public street with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

## 10. DESTINY DRIVE

Destiny Drive (a.k.a. Pebble Drive on the ZMAP 1994-0017 CDP) shall be constructed from its current southern terminus to the southern boundary of Stone Ridge and shall be open to traffic, but not necessarily accepted by VDOT for maintenance, no later than 9 months after the approval of this Application.

## C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED
3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge, inclusive of an adjoining trail (8 feet in width) along the easterly right-of-way line. These improvements shall be ~~constructed or~~ bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit, ~~cumulatively~~, in Land Bays 1, 2, 3, 4 and 5R ~~as part of Phase IIIB, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1.~~ This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301<sup>st</sup> cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.

#### F. SIGNALIZATION

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the ~~undeveloped~~ Remaining portion of Land Bay EE2, as shown on the CDP, with the submission of the first site plan for the consolidated area. In the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event a traffic signal is not warranted, the Owner shall contribute \$250,000 to the County, prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A, for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. If a traffic signal at the Stone Springs Boulevard/Tall Cedars Parkway intersection is not installed or obligated to be installed by others prior to the earlier to occur of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, or (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road, as identified on the Revised Countywide Transportation Plan, is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute \$300,000 to the County, for the design, construction and



installation of the signal by others, within 90 days of receipt of such determination by VDOT. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

### III. CAPITAL FACILITIES

#### B. PARKS AND RECREATION

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP. ~~Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property~~ and on Sheets 10 and 11 of the Plans. Sidewalks and trails shall be constructed in phases concurrently with the ~~subdivision of land~~ construction of the road improvements adjacent to such sidewalks and trails. All sidewalks and trails not adjacent to a public right-of-way shall be constructed in conjunction with the development activities in areas adjacent to of the land bay containing such sidewalks and trails, and. All trails and sidewalks located outside of the public right-of-way shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community easements.

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in any of Land Bays 1, 2, 3, 4 or 5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

4. Stream Valley Trail Easement. ~~The~~ Upon request of the County, the Owner shall grant to the County a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water, ~~upon the request of the County~~. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

#### C. LIBRARY SITE

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601<sup>st</sup> residential zoning permit within Stone Ridge, and shall complete the

building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.

The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

#### **F. CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS**

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contributions, the Owner shall make a cash contribution to the County for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004 in the amount of \$37,660 per single-family detached residential unit, \$22,291 per single-family attached residential unit and \$12,611 per multi-family residential unit (each a "Capital Facilities Contribution"); provided, however, that the Owner shall be permitted to apply as a credit against each Capital Facilities Contribution under this proffer (non-escalated) the sum of ~~\$13,065,000~~ 10,975,000 (the "Total Capital Facilities Credit") that is the total value of the following non-cash capital facilities contributions: (i) \$8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in Proffer III.C., above, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site dedicated pursuant to Proffer III.E., and (iii) ~~\$2,090,000 for the conveyance of Public Use Site #3, referenced in Proffer III.G.3. below, to the County, and (iv) \$2,600,000 for the conveyance of 2,600,000 for~~ Public Use Site #4, referenced in Proffer III.G.4. below, to the County. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions that have not been paid prior to the approval of this Application for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated. in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less than annually. The Owner shall begin payment of the above referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits exceeds the Total Capital Facilities Credit of ~~\$13,065,000~~ 10,975,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 ~~actually paid to the County~~ and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004. Any cash capital facilities contribution required by the approved proffers of ZMAP 1994-0017 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 1994-0017.

#### **G. PUBLIC USE SITES**



3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, ~~within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year~~ subject to the receipt of a request from the County delivered to the Owner within 180 days after the approval of this Application, convey ~~to the County an area~~ Public Use Site #3 to the County (the "Public Use Site #3 Request"). Within 60 days after the receipt of the Public Use Site #3 Request, the Owner shall submit a record plat application to create a separate legal parcel of approximately 5.595 acres in area within Land Bay 7, zoned PD-IP ~~with an approved floor area of 73,115 square feet~~, as shown on Sheet 4 of the CDP. ~~Upon the ("Public Use Site #3").~~ The conveyance of Public Use Site #3 ~~to the County~~ shall occur on or before 60 days after the later of (i) the approval of the aforesaid record plat, or (ii) the construction of Millstream Drive Extended, as provided in Proffer II.B.6, above. In the event the County elects to accept the conveyance of Public Use Site #3, then, two years following said conveyance, the Owner shall receive a commercial floor area credit of ~~73,115~~ 24,750 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers ~~and these proffers, and the~~. In addition, upon the conveyance of Public Use Site #3, the Owner shall receive a capital facilities credit of \$2,090,000 in addition to the credits set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. ~~At~~ In the event the County elects to accept the conveyance of Public Use Site #3, then, at the time of construction of Millstream Drive Extended, as provided in Proffer II.B. ~~6., 6. above,~~ the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the County for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. ~~Up~~ In the event the County elects to accept the conveyance of Public Use Site #3, then, up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC) ~~with an approved floor area of 29,475 square feet~~, as shown on Sheet 5 of the CDP, for use as a commuter parking lot ~~with a minimum of 100 parking spaces.~~ Upon Two years following the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of ~~29,475~~ 14,720 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers ~~and these proffers, and the capital facilities credit set forth in Proffer III.F. above.~~ Public Use Site #4 shall not be subject to an owner's association.

a. ~~At such time as adjacent~~ Concurrently with the submission of the first site plan for Land Bay EE2A is developed and at the request of the County, the Owner shall ~~construct~~ submit a site plan for the construction of site improvements necessary to accommodate a minimum of 100 parking

spaces (including curb and gutter, site lighting and landscaping,) and bicycle racks for a minimum of 10 bicycles) on Public Use Site #4 (the "Commuter Parking"). The Owner shall construct the Commuter Parking prior to the issuance of the first occupancy permit in Land Bay EE2A and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's ~~development of~~ submission of the first site plan for Land Bay EE2A, the County shall notify the Owner of such decision. The County may then construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric lines to a point 10 feet inside the property line of Public Use Site ~~#4~~ 4 concurrent with the development of Land Bay EE2A. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

## **VI. ENVIRONMENTAL AND OPEN SPACE**

### **B. OPEN SPACE PROFFERS**

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

### **C. STORMWATER MANAGEMENT**

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

### **G. TREE CONSERVATION AREAS**

The Owner is committed to the preservation of trees within the Tree Conservation Areas shown on the CDP throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full

Tree Conservation Areas depicted on the CDP for PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

**H. ARCHEOLOGICAL SITE 44LD1187**

The Owner shall ~~not disturb~~protect archeological site 44LD1187 located in Land Bay 1 ~~and shall protect this site~~ by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. ~~Any~~There shall be no land disturbance ~~required~~ within the fenced area ~~will be coordinated with~~without consultation with and approval by the County Archeologist.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

**STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_(SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, ~~2009~~2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Owner

**STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of  
\_\_\_\_\_, ~~2009~~2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre  
Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_



Owner

**STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
Manager

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, ~~2009~~2010, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

## EXHIBIT A

(Refer to Concept Development Plan  
dated April 2006 and revised through ~~September~~December 11, 2009)

**EXHIBIT B**  
**STONE RIDGE**  
**PHASING PLAN**

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</p> <p>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential  338,574 additional GFA industrial  214,715 additional GFA retail  390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential  462,074 GFA industrial  314,715 GFA retail  390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.*</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p><del>These</del> Unless otherwise noted below, these improvements shall be bonded or under construction prior to the issuance of the first <del>residential</del> zoning permit <u>for a Permitted Use</u> in Land Bays 1, 2, 3, 4 or 5R.</p>	<p><u>In addition to the permissible level of development in Phase II,</u></p> <p>300 residential units <u>and other Permitted Uses</u> in Land Bays 1, 2, 3, <del>4,4</del> and 5R.</p>



<u>PHASE</u>	<u>ROAD IMPROVEMENTS</u>	<u>UNITS ALLOWED</u>
<u>IIIA</u> <u>(cont.)</u>	<p><u>* This improvement shall be constructed or bonded for construction at the earlier to occur of (i) commencement of construction by others of the four-lane section of West Spine Road from Tall Cedars Parkway to Route 50, or (ii) the issuance of the first zoning permit for a Permitted Use in Land Bays 1, 2, 3, 4 or 5R.</u></p>	
IIIB	<p>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.*</p> <p>2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</p> <p>3. Bus shelter at the Park and Ride lot, as per proffer II.H.</p> <p>4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.*</p> <p><del>These</del><u>Unless otherwise noted below, these</u> improvements shall be bonded or under construction prior to issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded <del>or</del> <del>under</del><u>for</u> construction prior to the earlier <u>to occur</u> of (i) the issuance of <u>the</u> 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the <del>first residential</del><u>1<sup>st</sup></u> zoning permit in Land Bay 1. <u>In addition, this improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential occupancy permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.</u></p>	<p><del>All</del><u>In addition to the permissible level of development in Phase IIIA, all residential units and other Permitted Uses</u> in Land Bays 1, 2, 3, 4 and 5R.</p>

## EXHIBIT C

### ZONING ORDINANCE MODIFICATIONS

#### 1. WITHDRAWN

#### 2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

##### Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

#### 3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

*"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."*

##### Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

#### 4. WITHDRAWN

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**EXHIBIT D**

**RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS**

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